

**Declaration of the Voting Results of the 33<sup>rd</sup> Annual General Meeting**

I, Rajendra Kumar Duggar (DIN- 00403512), Chairperson of the 33<sup>rd</sup> Annual General Meeting (“AGM”) of the Company held on Thursday, the 15<sup>th</sup> day of September, 2022, at 11:30 a.m. through Video Conferencing/Other Audio Visual Means (VC/OAVM), hereby declare the voting results based on the Report of the Scrutinizer – FCS Niaz Ahmed, Company Secretary in Whole-time Practice:

- I. Members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8<sup>th</sup> September, 2022, were entitled to cast their votes.
- II. The remote e-voting period commenced on 12<sup>th</sup> September, 2022, at 9.00 a.m. and ended on 14<sup>th</sup> September, 2022, at 5.00 p.m.
- III. Further, members who were present at the AGM through VC/OAVM means, but did not cast their votes through remote e-voting, were allowed to electronically cast their votes at the AGM.
- IV. The e-voting facility at the AGM was allowed to continue till atleast 15 minutes after the conclusion of the meeting.
- V. The Remote e-voting option was exercised for: (i) Resolution Nos. 1 to 5 by 96 shareholders holding 37,75,609 Equity Shares; (ii) Resolution No. 6 by 76 shareholders holding 4,557 Equity Shares.
- VI. The Venue e-voting option was not exercised by any shareholder.
- VII. Based on the Scrutinizer’s Report, dated 16<sup>th</sup> September, 2022, **I declare that, all the Resolutions proposed at the AGM have been duly passed with requisite majority.** Summary of the voting results for the items placed for consideration by the members is given below:-

**Item No. 1: Ordinary Business, Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the yearended 31<sup>st</sup> March, 2022 and the Reports of the Auditors and Directors thereon.**

**Voting details**

- (i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

**Item No. 2: Ordinary Business, Ordinary Resolution**

**To appoint a Director in place of Ms. Sarika Mehra (DIN-06935192) who retires by rotation and being eligible, offers herself for re-appointment.**

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

**Item No. 3: Ordinary Business, Ordinary Resolution**

**To re-appoint M/s. Deoki Bijay & Co. (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6<sup>th</sup> Floor, 4, Fairlie Place, Kolkata 700001, as the Statutory Auditor of the Company for a second term of five years from the conclusion of the 33<sup>rd</sup> Annual General Meeting**

**till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.**

**Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Act, if any, as amended from time to time, M/s. Deoki Bijay & Co (Firm Registration No. 313105E), Chartered Accountants of HMP House, Suite No. 607, 6<sup>th</sup> Floor, 4, Fairlie Place, Kolkata 700001, be and is hereby re-appointed as the Statutory Auditor of the Company for a second term from the conclusion of the 33<sup>rd</sup> Annual General Meeting (“AGM”) till the conclusion of the 38<sup>th</sup> AGM, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus applicable taxes.”

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

**Item No. 4: Special Business, Special Resolution**

**Re-Appointment of Mr. Pawan Kumar Todi (DIN- 00590156) as the Managing Director of the Company, for a term of three consecutive years with effect from 1<sup>st</sup> November, 2022.**

**Resolution**

**“RESOLVED THAT** in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013(“the Act”)read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Mr. Pawan Kumar Todi (DIN-00590156), Managing Director, who will attain the age of seventy years on 2<sup>nd</sup> June, 2023 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing his re-appointment, be and is hereby reappointed as the Managing Director for a period of 3 (three) years with effect from the expiry of his present term of office – i.e. 1<sup>st</sup> November, 2022, not being liable to retire by rotation, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

**FURTHER RESOLVED THAT** notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2022, during the tenure of Mr. Pawan Kumar Todi (DIN-00590156) as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Pawan Kumar Todi (DIN-00590156), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

**FURTHER RESOLVED THAT** besides his existing duties & responsibilities, Mr. Pawan Kumar Todi (DIN-00590156) will continue to carry out such other duties and exercise such powers as may be entrusted to him from time to time by the Board.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes : NIL

**Item No. 5: Special Business, Ordinary Resolution**

**Re-Appointment of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, for a term of three consecutive years with effect from 19<sup>th</sup> September, 2022.**

**Resolution**

**“RESOLVED THAT** in accordance with the Articles of Association of the Company, provisions of sections 196, 197 and 203 of the Companies Act, 2013(“the Act”), read with Schedule V thereto and other applicable provisions of the Act, readwith the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) and/or amendment(s) thereof, Ms. Sarika Mehra (DIN-06935192), in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act proposing her re-appointment, be and is hereby re-appointed as the Whole-time Director of the Company(designated as - Executive Director), for a term of 3 (three) years with effect from the expiry of her present term of office – i.e. 19<sup>th</sup> September, 2022, on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 152 of the Act, read with the Rules thereunder, her office will be liable to retirement by rotation.

**FURTHER RESOLVED THAT** notwithstanding anything herein above stated, where in any financial year closing on or after March 31, 2022, during the tenure of Ms. Sarika Mehra (DIN-06935192) as a Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay Ms. Sarika Mehra (DIN-06935192), the remuneration including any revision thereof, by way of salary and other allowances, perquisites, etc. as a minimum remuneration, subject to the provisions of the Act readwith the Rules and Schedules thereto and/or other applicable laws in force.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	95	NIL	95
Number of votes cast by them	37,75,559	NIL	37,75,559
% of Total Number of valid votes cast	99.9987	NIL	99.9987

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	0.0013	NIL	0.0013

(iii) Invalid Votes: NIL

**Item No. 6: Special Business, Ordinary Resolution**

**Approval of Related Party Transactions.**

**Resolution**

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), including any statutory modification(s) and/or re-enactments thereof, the Company’s Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/continue to enter into various Related Party Transaction(s) (including Material Related Party Transactions) as defined in the explanatory statement hereto and on such terms as mentioned thereto.

**FURTHER RESOLVED THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers,

including the powers conferred by this resolution) or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, agreement(s), etc., as may be required, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever , without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Voting details**

(i) Voted in favour of the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	75	NIL	75
Number of votes cast by them	4,507	NIL	4,507
% of Total Number of valid votes cast	98.9028	NIL	98.9028

(ii) Voted against the Resolution:

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	1	NIL	1
Number of votes cast by them	50	NIL	50
% of Total Number of valid votes cast	1.0972	NIL	1.0972

(iii) Invalid Votes : NIL

Taking into consideration the net valid votes, it is hereby declared that, all the resolutions as set out in the Notice dated 3<sup>rd</sup> August, 2022, have been passed by the Members with requisite majority. The date of passing of the resolution is deemed to be as: 15/09/2022 (i.e. the date of AGM).

Place: Kolkata  
Date: 16.09.2022

Sd/-  
Rajendra Kumar Duggar  
Chairperson  
DIN: 00403512